



The David J. Joseph Company



December 8, 2003

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20006-0001

RECORDATION NO. 24725 FILED

DEC 10 '03

9-05 AM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed, one (1) original and one (1) copy of the Memorandum of Railroad Equipment Lease Agreement dated as of July 14, 2003 between the following parties:

Lessee: Hoosier Energy Rural Electric Cooperative, Inc.  
7398 North State Road  
Bloomington, IN 47404

Lessor: Joseph Transportation Services, Inc.  
300 Pike Street  
Cincinnati, OH 45202

Please see Exhibit A attached hereto for the equipment, one hundred five (105) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated July 14, 2003 related to one hundred five (105) railcars bearing reporting marks JTSX 101457 - 101561

Please file this agreement as a primary document. The amount of \$30.00 is included on the enclosed check for the filing fees for this document. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 621-8770 ext. 4239.

Sincerely,

The David J. Joseph Company

Julie M. Woodard  
Documentation Coordinator

Enclosures

**CERTIFICATE**

The undersigned, Julie M. Woodard, notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copies of the documents attached hereto have been compared with the originals and that the undersigned has found the copies to be complete and identical in all respects to the original documents.

  
Notary Public

DEC 10 '03

9-05 AM

**MEMORANDUM OF  
RAILROAD EQUIPMENT LEASE AGREEMENT**

**SURFACE TRANSPORTATION BOARD**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 14<sup>th</sup> day of July, 2003, is intended to evidence the lease dated as of July 14, 2003 (the "Lease"), between **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **HOOSIER ENERGY RURAL ELECTRIC COOPERATIVE, INC.**, an Indiana corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the one hundred and five (105) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

**IN WITNESS WHEREOF**, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

**JOSEPH TRANSPORTATION SERVICES, INC.**By: Name: JAMES H. GOETZTitle: EVP & CFODate: 7-21-03**HOOSIER ENERGY RURAL ELECTRIC  
COOPERATIVE, INC.**By: Name: J. Steven SmithTitle: PROD & CEODate: 7-15-03

STATE OF OHIO )  
 )  
COUNTY OF HAMILTON )

SS:

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of July, 2003,  
by James H. Goetz, the EVP & CFO of Joseph Transportation Services, Inc.,  
a Delaware corporation, on behalf of the corporation.



LINDA M. BAUGHMAN  
Notary Public, State of Ohio  
My Commission Expires  
July 22, 2007

Linda M. Baughman  
Notary Public

STATE OF Indiana )  
 )  
COUNTY OF Monroe )

SS:

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of July, 2003,  
by J. Steven Smith, the President & CEO of Hoosier Energy  
Rural Electric Cooperative, Inc., an Indiana corporation, on behalf of the corporation.

Melanie J. Turner  
Notary Public  
Melanie J. Turner

My Commission expires:

January 21, 2008

## **EXHIBIT A**

To the Memorandum of Lease dated July 14, 2003, between Joseph Transportation Services, Inc. and Hoosier Energy Rural Electric Cooperative, Inc.

### **DESCRIPTION OF UNITS**

One hundred and five (105) railcars bearing reporting marks as follows:

JTSX 101457-101561, Inclusive